

WHEREAS, the Austin Housing Finance Corporation (AHFC) was created by the City of Austin in accordance with Chapter 394, Local Government Code for the public purpose and function, among others, of providing a means to finance the cost of residential developments that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of Austin; and

WHEREAS, AHFC desires to further its public purposes and functions by creating a related, affiliated, nonprofit corporation and instrumentality named AHFC Norman Non-Profit Corporation (Non-Profit Corporation), appointing and maintaining its board of directors and its president, and otherwise exercising control over the Non-Profit Corporation, its dissolution, and its assets; and

WHEREAS, AHFC is creating the Non-Profit Corporation to serve as general partner of a limited partnership (the Owner) created under the laws of the State of Texas, which will develop, construct and operate a multifamily development (Development) of approximately 156 units of affordable multifamily rental housing located at or near 3811 Tannehill Lane, Austin, Texas 78721. The Development will be known as the Norman Apartments; and

WHEREAS, AHFC, which currently owns the land for the Development, will ground lease the land to the Owner of the Development under the terms of a ground lease; and;

27 **WHEREAS**, AHFC desires that the Non-Profit Corporation have and
28 exercise all of the powers prescribed by the Code; and

29 **WHEREAS**, the AHFC Board of Directors desires to authorize and approve
30 the forms of the Certificate of Formation and By-Laws of the Non-Profit
31 Corporation presented to the AHFC Board of Directors, appoint the board of
32 directors and president of the Non-Profit Corporation, and take other action with
33 respect to the Non-Profit Corporation; **NOW, THEREFORE**,

34 **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE**
35 **AUSTIN HOUSING FINANCE CORPORATION:**

36 **Section 1.** The AHFC Board of Directors finds, determines, recites, and
37 declares that it is wise, expedient, necessary, and advisable that the Non-Profit
38 Corporation be formed. The AHFC Board of Directors therefore approves the
39 creation and organization of the Non-Profit Corporation under the provisions of the
40 Code as a duly constituted affiliate, nonprofit corporation, and instrumentality of
41 AHFC. The AHFC Board of Directors authorizes the Non-Profit Corporation to
42 aid, assist, and act on its behalf and for the benefit of AHFC in the performance of
43 its functions to develop, construct, and operate the Development, which is located
44 in the City of Austin; to participate as general partner of the Owner, which will
45 own the Development and lease the land for the Development from AHFC or an
46 affiliated entity, to serve as general contractor (by itself or through an affiliate) for
47 the construction of the Development, to promote, develop, and maintain the
48 Development as decent, safe, and sanitary housing at affordable rental rates for a
49 period of at least 40 years; to ensure to the maximum extent possible and to the
50 extent of the Non-Profit Corporation's percentage of ownership, that the
51 Development helps to achieve the public purpose and functions of AHFC; and to
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perform the other purposes described in the Non-Profit Corporation's Certificate of Formation and By-Laws.

Section 2. The AHFC Board of Directors approves the Certificate of Formation of the Non-Profit Corporation in substantially the form attached as **Exhibit A** and authorizes the incorporator of the Non-Profit Corporation to file such Certificate of Formation with the Secretary of State of the State of Texas in the manner provided by law.

Section 3. The AHFC Board of Directors appoints the initial board of directors of the Non-Profit Corporation, with their terms of office to expire at the time indicated.

<u>Name</u>	<u>Term Expires</u>
J. Rodney Gonzales	December 5, 2023
Rosie Truelove	December 5, 2023
Mandy DeMayo	December 5, 2023

J. Rodney Gonzales is appointed as the President of the Non-Profit Corporation. Other officers will be appointed as provided in the By-Laws of the Non-Profit Corporation.

Section 4. The AHFC Board of Directors approves the By-Laws of the Non-Profit Corporation in substantially the form attached as **Exhibit B** and authorizes the President of the Non-Profit Corporation to execute and file them in the corporate records in the manner provided by law.

Section 5. The AHFC Board of Directors finds, determines, recites, and declares that no note, bond, loan, debt, or other obligation of the Non-Profit Corporation is an indebtedness, liability, general or moral obligation, or pledge of the faith or credit of the State of Texas, the City of Austin, AHFC, or any other

79 political subdivision or governmental unit, nor does any such note, bond, loan,
80 debt, or other obligation constitute an indebtedness within the meaning of any
81 constitutional or statutory debt limitation or restriction or an agreement, obligation,
82 or indebtedness of AHFC, the City of Austin, the State of Texas within the
83 meaning of AHFC's Articles of Incorporation, the City Charter, or of any
84 constitutional or statutory provision whatsoever.

85 **Section 6.** The AHFC Board of Directors finds, determines, recites, and
86 declares that it is the purpose, intent, and desire of AHFC in approving the creation
87 of the Non-Profit Corporation and the forms of its Certificate of Formation and By-
88 Laws, that such actions and the Non-Profit Corporation hereby authorized comply
89 with the requirements of the Internal Revenue Code of 1986, as amended, and the
90 Treasury Regulations and Internal Revenue Service rulings promulgated
91 thereunder and the rulings issued pursuant thereto, such that the Non-Profit
92 Corporation is determined to be a constituted nonprofit corporation acting as an
93 asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the
94 Texas Local Government Code.

95 **Section 7.** This Resolution takes effect immediately upon its passage and
96 approval by the AHFC Board of Directors.

97 **ADOPTED:** _____, 2022 **ATTEST:** _____

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99 Myrna Rios
100 Secretary
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